

**Hearing Date and Time: August 16, 2019, 10:00 a.m. (Eastern Time)**

**GODFREY & KAHN, S.C.**

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*Counsel to A.O. Smith Corporation*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> , <sup>1</sup>	Case No. 18-23538 (RDD)
Debtors.	(Jointly Administered)

**A.O. SMITH CORPORATION'S JOINDER TO OBJECTION OF ALPINE  
CREATIONS LTD. (Dkt. No. 4700) TO CONFIRMATION OF DEBTORS'  
SECOND AMENDED JOINT CHAPTER 11 PLAN OF  
SEARS HOLDINGS CORPORATION AND ITS AFFILIATED DEBTORS**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

A.O. Smith Corporation (“**AO Smith**”) hereby files its joinder objection (the “**Joinder**”) to the *Objection of Alpine Creations Ltd.* (the “**Objection**”) dated August 2, 2019 (Dkt. No. 4700 to the *Debtors’ Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and its Affiliated Debtors* (the “**Plan**”) filed by the above-captioned debtors (the “**Debtors**”). In support of this Joinder, AO Smith respectfully represents as follows:

### **BACKGROUND**

1. On October 15, 2018 (the “**Petition Date**”), the Debtors filed voluntary petitions seeking chapter 11 bankruptcy protection.
2. On March 29, 2019, AO Smith timely filed its proof of claim, as Claim No. 12509, asserting a claim in the total amount of \$1,275,960.31, of which \$652,678.18 is entitled to priority under 11 U.S.C. § 503(b)(9) (the “**Administrative Expense Interest**”).

### **JOINDER**

3. On August 2, 2019, Alpine Creations Ltd. filed the Objection, raising certain issues with regard to the Plan. AO Smith joins in that Objection.

### **RESERVATION OF RIGHTS**

4. AO Smith expressly reserve any and all rights to supplement or amend this Joinder and make any other objections to further relief sought by the Debtors, including the right to make additional arguments at the hearing on confirmation of the Plan.

**CONCLUSION**

WHEREFORE, AO Smith respectfully request that the Court should enter an order (i) denying confirmation of the Plan unless the Debtors agree to language that preserves and protects the Administrative Expense Interest, and (ii) granting such other relief as is just and proper.

Dated: August 2, 2019

**GODFREY & KAHN, S.C.**

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CERTIFICATE OF SERVICE

A true and correct copy of the above and forgoing document was served on all parties receiving service by Electronic Case Filing (ECF), and by First Class U.S. Mail on August 2, 2019 on:

Honorable Judge Robert D. Drain  
United States Bankruptcy Court for the  
Southern District of New York  
300 Quarropas Street, Room 248  
White Plains, NY 10601

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